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05/17/06 E Toscano	1.20	Continue work on locating and contacting various title companies and contacts in order to obtain updated title reports, tract index searches, or litigation guarantees.
05/18/06 K Glade	2.30	Review mortgage loan files (2.0); revise loan summary write-ups (.3).
05/18/06 K Glade	3.50	Review loan documents and promissory notes to address default interest issue (2.8); related conferences with M. Kehl and S. Steele (0.4); email to B. Baker regarding IP signatures (0.3).
05/18/06 A Jarvis	.50	Telephone conference with K. G. Glade regarding IP receivable, due diligence.
05/18/06 S Tingey	.20	Conference with K. G. Glade regarding loan review and administration issues.
05/18/06 E Toscano	2.10	Continue investigations to track down appropriate title insurance companies, contacts and phone numbers; continue phone calls to get updates on title reports; emails with contacts at various title companies; meeting with Steve Tingey regarding update on the status of matter.
05/19/06 K Glade	4.50	Review mortgage loan files and prepare summaries (4.3); related telephone call with S. Tingey (0.2).
05/19/06 A Jarvis	1.20	Correspondence with M. Pugsley regarding IP security agreement (.6); conference with T. Allison regarding security agreement (.3); conference with L. Schwartzer regarding IP security agreement (.3).
05/19/06 S Strong	.30	Review revised versions of promissory note and security agreement to collateralize IP debt (0.2); exchange emails with K. G. Glade and A. W. Jarvis regarding same (0.1).

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05/19/06 S Tingey	1.50	Review updated title report on ICCS and Frank Strath issues (.4); review of loan file analysis and issues (05.); review 10-90 loan documents (02.); review Colt Gateway issue (02.); communicate with Kevin Glade regarding same (02.).
05/19/06 E Toscano	1.20	Review emails from Jean Makas and Gail Torino regarding title report updates and tract searches; draft responses to J. Makas and G. Torino; draft fax and cover letter to J. Makas; follow up on reports from other title companies with phone calls and emails; locate appropriate contacts at title companies.
05/22/06 A Jarvis	.50	Correspondence on IP security interest, records.
05/22/06 E Toscano	2.00	Numerous telephone calls with various title companies regarding updated reports; review commitments, updated reports, etc.; meetings with Doug Monson, Steve Tingey and Annette Jarvis regarding title reports and releases; update file.
05/23/06 K Glade	1.60	Email regarding HMA payoff (0.2); email list of HMA loan requests (0.2); email regarding assignment documents on proposed HMA payoffs (0.2); review assignment documents and related loan documents on HMA loans (0.6); conference with S. Strong and D. Monson regarding mortgage release issues (0.4).
05/23/06 S Strong	.50	Review and analysis of spreadsheet from S. Smith showing post-petition loan payments made and calculating servicing fees earned.
05/23/06 S Tingey	2.20	Review and revise Equipment Lease and Transaction Agreement issued with IP: (0.8); review Helsey Canyon/Los Vallos loan issue (0.7); telephone conference with S. Smith regarding same (0.2); review loan services issue relating to Funds (0.5).
05/24/06 A Jarvis	.40	Telephone conference with M. Kehl regarding IP issues, committee issues.

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05/24/06 A Jarvis .90 Correspondence regarding security agreement (.5); conference with S. C. Strong regarding same (.4).

05/24/06 S Strong .80 Meet with K. G. Glade and A. W. Jarvis to discuss proposed payoff of certain HFA loans and related issues (0.5); follow-up discussions with K. Glade and S. Tingey regarding same (0.2); review voice message from M. Kehl HFA payoffs (0.1).

05/24/06 S Tingey 3.20 Review title information regarding Ocean Atlantic loan (.3); review loan servicing issues regarding USA and funds (.3); conference with K. G. Glade regarding same (.2); telephone conference with M. Kehl regarding HFA loan issue (.2); conference with K. G. Glade and A. W. Jarvis regarding same (.3); telephone conference with HFA attorney (.2); review loan servicing agreement regarding HFA loan issues (.5); review and revise Equipment Lease and Transition Agreement regarding USA Investment partners (1.2).

05/25/06 K Glade .30 Review updated title reports (0.3).

05/25/06 A Jarvis .50 Correspondence regarding IP issues, security agreement.

05/25/06 S Strong .50 Confer with A. W. Jarvis regarding possible action against IP and its principals (0.1); confer with K. G. Glade regarding same (0.1); review early draft of complaint from L. Schwartzer regarding same, forward to A. W. Jarvis, and discuss same with her (0.3).

05/25/06 E Toscano .60 Telephone calls to Amy Owens at Fidelity National Title; email from Steve Tingey regarding issues with the report on the Ocean Atlantic property; calls and emails with Jean Makas; continue with phone calls; update file.

05/26/06 K Glade .30 Review updated title reports on selected projects (0.3).

05/26/06 A Jarvis .30 Correspondence on IP security agreement.

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05/30/06 A Jarvis	.30	Conference call with S. C. Strong regarding IP issues.
05/30/06 A Jarvis	.20	Correspondence with T. Allison regarding settlement discussions with Ashby.
05/30/06 E Toscano	.20	Review correspondence and tract index search from Property Insight, LLC.
05/31/06 K Glade	.60	Work on loan file summaries (0.4); review telephone reports (0.2).
05/31/06 A Jarvis	1.20	Correspondence regarding discussions with Ashby regarding repayment of loans (.4); conference with T. Allison regarding discussions with Ashby regarding loans (.4); telephone conference with T. Allison regarding Ashby proposal (.4).
05/31/06 A Jarvis	.30	Telephone conference with T. Allison regarding issues involving Ashby loans.
05/31/06 A Jarvis	.30	Telephone conference with T. Allison regarding meeting with J. Milanowski, IP issues.
05/31/06 A Jarvis	.30	Telephone conference with K. G. Glade regarding IP pledge.
05/31/06 E Monson	.40	Meet with K. G. Glade and go over chart of appraisal information on properties securing loan (.2); draft e-mail to Monty Kehl regarding appraisal information needed (.1); review e-mail from Monty Kehl regarding appraisal information and send reply (.1).
05/31/06 S Strong	1.80	Telephone conference with S. Smith regarding updated Loan Summary (0.2); review draft of same and send comments to S. Smith (0.3); review revised draft and Telephone conference with S. Smith to discuss presentation issues for Loan Summary (0.2); review near final draft of preliminary Loan Summary, prepare notice of filing for same and transmit to local counsel, and transmit final version of preliminary Loan Summary for filing (1.1).
05/31/06 S Tingey	.40	Additional loan file analysis and review.

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TOTAL FOR LEGAL SERVICES RENDERED

\$42,592.00

*“Exhibit D-3”*

STATEMENT OF ACCOUNT

**RAY QUINNEY & NEBEKER**

A PROFESSIONAL CORPORATION

ATTORNEYS AT LAW

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Debtor USA Commercial Mortgage Co., et al.  
Thomas J. Allison 4484 South Pecos Road  
Las Vegas, NV 89121

August 10, 2006  
Invoice No. \*\*\*\*\*

For Legal Services Rendered Through May 31, 2006

Matter No. 34585-00004

**Business Operations**

05/01/06 D Monson	2.80	Discuss Partial Release Authorization issues and Servicing Agreement issues with S. Strong (0.2); telephone call to A. Stevens on Loan Servicing Agreement (0.1); e-mails with A. Jarvis on Loan Servicing Agreement and Motion for Partial Release Authorizations (0.3); revisions to Motion for Partial Release Authorizations and forward to L. Schwartz, M. Kehl and A. Stevens for review (1.4); review and respond to e-mail from M. Walker, attorney for Bank of America (5252 Orange & 60th Street Loans) (0.3); telephone call from M. Kehl and T. Barry on disbursement issues and funding for loans (0.4); telephone call from A. Stevens on Loan Servicing Agreement as exhibit (0.1).
05/01/06 S Strong	.40	Conference with D. M. Monson regarding ordinary course motion (0.2); exchange emails with S. Smith and F. Siddiqui regarding business agreements (0.2).
05/02/06 D Monson	3.30	Review Loan Disbursement Agreements and e-mail from T. Barry relating thereto (0.8); telephone call from M. Kehl and T. Barry on PDG Disbursement Agreement (0.1); telephone call to Marina Shiah at Project Disbursement Group

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(0.4); telephone message to M. Kehl on disbursement agreement issues and payment of interest from interest reserves (0.1); review and respond to e-mail from M. Walker (Bank of America attorney) on partial release issues (0.2); discuss disbursement and interest reserve payment issues with S. Strong (0.2); revisions to Motion to Approve Partial Releases and forward revisions to L. Schwartz (0.8); review e-mail from S. Strong on suspended interest payment concerns (0.1); e-mail to S. Strong and A. Jarvis on Opaque Loan Extension fee (0.1); e-mail to A. Jarvis and M. Kehl on interest reserve payments and disbursement issues (0.5).

- 05/02/06 S Strong .70 Confer with D. M. Monson regarding additional business issues in and out of the ordinary course (0.3); exchange emails with D. M. Monson regarding same (0.2); review draft of motion to approve ordinary course loan servicing activities (0.2).
- 05/03/06 D Monson 1.50 Check on filing status for Motion to Authorize Partial Releases (0.1); review e-mails on suspended disbursements issues (0.3); discussion with S. Strong on suspended disbursements and ordinary course of business issues, and review of PDG and Fidelity Disbursement Agreements (0.7); telephone call from R. McKnight, attorney, on Motion to Authorize Partial Releases (0.1); telephone messages for PDG attorneys on disbursement issues (0.2).
- 05/03/06 S Strong 2.80 Telephone conference with M. Kehl regarding problems with disbursing agents withholding funds (0.2); review emails from borrowers and PDG regarding same (0.2); confer with D. M. Monson regarding issues and solutions to disbursing agent problems (0.8); exchange voice messages with PDGs counsel regarding same (0.1); assist with draft demand letter to PDG regarding same (0.6); telephone conference with M. Kehl regarding The Gardens funding needs and issues (0.1); review emails and documents regarding same (0.6); confer with D. M. Monson regarding same (0.2).



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05/04/06 A Jarvis	.30 Correspondence on partial releases.
05/04/06 D Monson	5.40 E-mail to M. Walker (Bank of America attorney) on Partial Release Motion and review Motion to Shorten Time (0.4); draft demand letter to M. Callister and P. Alexander on disbursement agent issues (PDG attorneys) (1.4); telephone call from J. McPherson on disbursement agent issues, and review sample stipulation from J. McPherson (0.3); conference with S. Strong on partial release motion and additional partial release issues (0.2); telephone message to B. Bozarth, Fidelity attorney (0.1); telephone call from K. Doig for Palm Harbor One, LLC, Borrower (0.4); conference with S. Strong on disbursement agent issues (0.4); telephone conference with M. Kehl, T. Barry and S. Strong on Fidelity disbursement agent issues (0.2); telephone call from K. Schmidt, Binford Medical Developers Borrower (0.6); draft demand letter to R. Bozarth, Fidelity attorney (1.0); review Fidelity Disbursement Agreement (0.3); telephone message to J. Graub (attorney for Binford Medical) (0.1).
05/04/06 S Strong	3.20 Review email from M. Kehl regarding revisions to demand letter to PDG, make revisions, review documents to attach as exhibits, and oversee transmittal of letter (1.2); exchange follow-up emails with M. Kehl and borrower regarding same (0.2); exchange several voice messages with PDGs counsel M. Callister regarding same (0.2); confer with D. M. Monson regarding similar disbursement problems with Fidelity (0.3); telephone conference with R. Bozarth, Fidelity counsel, regarding need to release funds and differences in Bundy Canyon unfunded loan situation (0.3); review letter to Fidelity regarding same (0.1); Telephone conference with M. Kehl regarding other ordinary course loan servicing issues (0.2); review emails from A. W. Jarvis and D. M. Monson regarding same (0.1); exchange emails with M. Kehl and S. Smith regarding payment of medical

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insurance premium and review court order regarding same (0.3); telephone conference with M. Kehl regarding procedure for handling ordinary course servicing issues (0.1); confer with D. M. Monson regarding same (0.2).

05/05/06 A Jarvis	.60 Correspondence regarding release of escrow funds.
05/05/06 A Jarvis	.60 Correspondence regarding escrow problems; telephone call with S. Strong regarding same.
05/05/06 D Monson	<p>6.90 Revisions to demand letter to Fidelity, review e-mailed comments from M. Kehl, and send out Fidelity demand letter on disbursement issues (0.8); review e-mails from A. Jarvis on contacts with attorneys for Borrowers and investors (0.2); telephone call with R. Kamink of Taplin &amp; Associates (0.2); telephone call from T. Coleman (investors attorney) (0.1); telephone call from G. Abaro (Meadow Creek Partners - Borrowers) on Fidelity disbursement issues (0.2); e-mails to G. Abaro on Fidelity disbursement issues (0.1); telephone call from M. Campbell (investors attorney) (0.3); telephone calls from and e-mails with K. Schmidt and his attorney J. Graub on Fidelity disbursement issues (Binford Medical - Borrower) (1.3); telephone calls to R. Bozarth, Fidelity attorney (0.5); conference call with M. Kehl, T. Barry and S. Strong on Fidelity disbursement issues and Palm Harbor One loan status (0.4); e-mails to T. Barry and K. Doig on Palm Harbor loan status (0.3); conference call with M. Callister, P. Alexander and S. Strong on PDG disbursement (0.5); forward Fidelity demand letter to Fidelity Phoenix office (0.3); draft follow-up demand letter to Fidelity, discuss with S. Strong, revise letter, and forward to R. Bozarth (1.4).</p>

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05/05/06 S Strong	1.40 Various conferences with D. M. Monson regarding status of Loan Disbursement Agent problems and urgent issues with nonpayment (0.7); review governing statutory provisions regarding same (0.1); telephone conferences with M. Kehl, T. Barry and D. M. Monson regarding same (0.3); telephone conference with counsel for PDG regarding same (0.3).
05/06/06 A Jarvis	.40 Review correspondence regarding release of escrow funds.
05/06/06 D Monson	1.80 Review and respond to e-mails from K. Schmidt (Binford Medical - Borrower) on Fidelity disbursement issues (0.4); e-mail to A. Jarvis and S. Strong on discussions with attorneys for investors and Borrowers (0.4); begin draft of Motion to Compel Fidelity to Disburse Loan Funds (1.0).
05/08/06 A Jarvis	.80 Correspondence to and from D. M. Monson regarding partial release problems, funding issues (.5); conference with D. M. Monson regarding same (.3).
05/08/06 A Jarvis	.30 Correspondence on funding issues regarding ordinary course motion.
05/08/06 A Jarvis	.40 Review cash management order, comment on same.
05/08/06 A Jarvis	.30 Correspondence regarding sanctions for violation of stay, withholding of funds.
05/08/06 A Jarvis	.40 Review correspondence on Oak Mesa.
05/08/06 A Jarvis	.30 Telephone conference with J. McPherson regarding Binford proposal.
05/08/06 D Monson	8.00 Review e-mails from K. Schmidt and G. Avaro on Fidelity disbursement issues (0.2); discuss strategy for Motion to Compel Fidelity Disbursements with S. Strong (0.2); telephone call from F. Adams, attorney for investor (0.4); e-mail to F. Adams, attorney for investor (0.2); telephone call from Dr. Rothburg, investor (0.3); continue with draft of Emergency Motion to Compel Fidelity to Make Disbursements, and draft Declarations of K.

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Schmidt and D. Monson in Support, and circulate for comments; e-mail to K. Schmidt and J. Graub on Declaration of K. Schmidt (0.2); respond to e-mail from T. Barry on Fidelity Motion (0.2); review e-mail from M. Walker on Bank of America Reconveyances, and e-mail to S. Stevens (0.3); review e-mails on K. Schmidt Declaration revisions, revise Declaration, and discuss with T. Barry and K. Schmidt, and review signed Declaration (1.0); telephone call from M. Kehl and review e-mails on Gramercy partial releases and lien filed by subcontractor (0.3); telephone call from A. Stevens on Partial Releases for 60th Street and 5252 Orange Loans (0.2); review e-mails from M. Kehl on Gramercy closings, and return e-mail to M. Kehl (0.3); conference with A. Jarvis on Motion to Compel Fidelity to Disburse (0.2).

05/08/06 S Strong	1.60 Review further emails from D. M. Monson and borrowers regarding Fidelity's refusal to disburse (0.2); confer with D. Monson regarding same and possible motion to compel (0.2); telephone conference with PDGs counsel regarding basis for a proposed stipulation regarding disbursement issues (0.2); review PDG documents regarding disbursement/escrow arrangement with PDG (0.4); confer with D. Monson regarding factual issues and legal support for motion to compel Fidelity to disburse, additional research for same, and review various emails exchanged by D. Monson, T. Barry, and borrowers involved with Fidelity (0.6).
05/09/06 A Jarvis	.20 Telephone conference with J. McPherson regarding Binford project needs.
05/09/06 A Jarvis	.30 Conference with S. C. Strong regarding Grammercy.
05/09/06 A Jarvis	.30 Correspondence regarding servicing.
05/09/06 A Jarvis	.40 Correspondence with L. Davis regarding Royal Hotel (.3); telephone conference with T. Allison regarding Royal Hotel (.1).

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05/09/06 A Jarvis	.30 Telephone conference with M. Kehl regarding IP collateral pledge, Grammercy, Fidelity problems.
05/09/06 A Jarvis	.50 Correspondence with D. M. Monson regarding problem with Fidelity Funding; review and revise motion regarding same.
05/09/06 A Jarvis	1.80 Review and revise motion regarding Fidelity motion.
05/09/06 D Monson	7.00 Review e-mails on comments on Emergency Motion to Compel Fidelity to Disburse, and revisions to Emergency Motion to Compel Fidelity to Disburse, and prepare exhibits for Motion; telephone calls from J. Graub (Binford Medical attorney) on Motion to Compel Fidelity to Disburse (0.3); review and respond to e-mail from A. Avaro on Fidelity Disbursements (0.2); e-mails with M. Walker on Bank of America Partial Releases for 5252 Orange and 60th Street Loans (0.3); draft and revise Motion for Expedited Hearing on Emergency Hearing on Emergency Motion to Compel Fidelity to Disburse (1.0); revise Declaration of Douglas Monson in Support of Emergency Motion to Compel Fidelity to Disburse (0.3); telephone conference with A. Jarvis and J. McPherson on Fidelity Motion (0.2); telephone call from J. McPherson on Fidelity Motion (0.1); locate Fidelity contact information and e-mails to J. McPherson (0.3); e-mail to R. Bozarth (Fidelity attorney) on filing of Fidelity Motion (0.2); e-mails to Borrowers on filing of Fidelity Motion (0.3); discuss Gramercy lien issues with S. Strong (0.1); additional letter to R. Bozarth (Fidelity attorney) on sanctions and damages for Fidelity failure to disburse (0.5); discuss Gramercy disbursement accounts and disbursement documents with K. Glade (0.2); review e-mail from K. Doig on Palm Harbor One and Fidelity disbursements (0.1).

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05/09/06 S Strong	.80 Review D. M. Monsons draft of Emergency Motion regarding Fidelitys failure to disburse, confer with D. M. Monson regarding same, and give comments to J. McPherson regarding same (0.4); confer with D. M. Monson regarding Fidelitys nonresponsiveness and review emails exchange between D. M. Monson and borrowers regarding same (0.3); review fax from PDG regarding disbursement issues (0.1).
05/10/06 A Jarvis	.50 Review documents on loans from J. Reed.
05/10/06 A Jarvis	.20 Telephone conference with M. Kehl regarding Grammercy issues, loan issues.
05/10/06 A Jarvis	.40 Correspondence regarding partial release issues.
05/10/06 A Jarvis	.50 Correspondence on Fidelity, PDG issues.
05/10/06 A Jarvis	.30 Correspondence on funding issues.
05/10/06 A Jarvis	.90 Review and revise order on Fidelity; conference with D. M. Monson regarding same.
05/10/06 D Monson	5.40 Review and respond to e-mails from G. Avaro (Meadow Creek Borrower) on Fidelity Motion to Compel and Fidelity Stipulation (0.3); telephone call from J. Graub, attorney for Binford Medical on Fidelity willingness to Stipulate (0.2); review and respond to e-mail from J. McPherson on Scheduling for Fidelity Emergency Motion (0.1); draft Stipulation and Order granting Emergency Motion to Require Fidelity to Disburse, circulate for comments, and discuss with A. Jarvis and S. Strong (1.7); review e-mail from J. McPherson on Motion to Authorize Partial Releases and e-mail from attorney for Roam Development and various investors (0.3); review revisions to stipulation and order on Fidelity Motion from J. McPherson, and forward stipulation to Fidelity (0.4); telephone call from R. Bozarth, Fidelity attorney, on Fidelity's Stipulation (0.2); discuss response with S.



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Strong and review e-mails on response from A. Jarvis to inquiry from Roam Development attorney on Motion to Authorize Partial Releases (0.2); telephone call from K. Doig, Palm Harbor One (Borrower) on Fidelity issues (0.2); review and respond to e-mails with K. Schmidt (Binford Medical) on Fidelity Stipulation(0.4); review Fidelity Stipulation and resend to R. Bozarth (0.2); telephone calls from J. Graub, attorney for Binford Medical, on Fidelity Stipulation (0.3); review signed Fidelity Stipulation and e-mail to J. McPherson thereon (0.2); E-mail to J. McPherson on timing of Fidelity Stipulation and Order (0.1); discuss status of Fidelity Stipulation and Order and PDG issues with A. Jarvis and S. Strong (0.3); provide Leasehold Trust Deed forms to K. Glade (0.1); discuss PDG Stipulation issues and documents with S. Strong (0.2);

05/10/06 S Strong

5.40 Telephone conference with M. Kehl and T. Barry regarding PDG interest reserve issues (0.2); exchange voice messages with P. Alexander regarding same (0.1); review and edit D. M. Monsons draft of stipulation with Fidelity regarding disbursement issues, and discuss edits with D. M. Monson (0.5); confer with D. M. Monson regarding parallels and distinctions between Fidelitys disbursement issues and PDGs (0.4); exchange emails with M. Kehl and T. Barry regarding forms of agreement used with PDG, review and analysis of same, and draft proposed stipulation between USA and PDG (2.2); follow-up telephone conferences with M. Kehl and T. Barry regarding same (0.3); exchange follow-up emails with them regarding same (0.2); revise and finalize draft of PDG stipulation, and circulate to T. Barry, M. Kehl, P. Alexander, A. W. Jarvis, and D. M. Monson for review (0.6); confer with D. M. Monson regarding storage facilitys refusal to allow USA to access records (0.1), telephone conference with M. Olson regarding same (0.1), telephone conference with storage

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facility manager G. Welch regarding same and possible solutions and agreement (0.6), and email to M. Kehl and T. Barry regarding resolution of problem (0.1).

05/11/06 A Jarvis	.40	Telephone conference with K. G. Glade and S. C. Tingey regarding 10-90 loan.
05/11/06 A Jarvis	.30	Correspondence on Royal Hotel.
05/11/06 A Jarvis	.50	Correspondence and conferences with K. G. Glade and S. C. Tingey regarding loan portfolio.
05/11/06 D Monson	3.10	Review and respond to e-mail from M. Walker (Bank of America attorney) on partial releases for 5252 Orange and 60th Street loans (0.4); review T. Allison Supplemental Declaration and Motion to Temporarily Hold Funds, and telephone call to M. Guymon (attorney for Roam Development and various investors) (1.6); review draft Stipulation and Order on PDG Disbursements and discuss with S. Strong (0.3); discuss response to Bank of America attorney on pre-petition partial releases with S. Strong (0.2); review Order Shortening Time on Motion on Partial Releases (0.1); review second e-mail from M. Walker on Bank of America Partial Releases, and e-mail to M. Kehl, and review e-mail response from M. Kehl (0.5).
05/11/06 S Strong	1.60	Telephone conference with PDG counsel P. Alexander regarding edits to stipulation for release of interest reserve funds (0.2); exchange emails with T. Barry and M. Kehl regarding same (0.2); review D. M. Monsons edits to same, and confer with him (0.2); edit and revise draft stipulation (0.6); review detailed exhibit to stipulation and exchange emails with P. Alexander regarding same (0.4).
05/11/06 C Frischknech	.90	Drafting of memorandum regarding requirements of request for modified reporting.
05/12/06 A Jarvis	.50	Review information on assignments, servicing issues.



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05/12/06 D Monson	3.80 Review and respond to e-mail from K. Doig (Palm Harbor One) on disbursements and consent of mortgagee (0.2); review e-mails from G. Avaro and T. Barry on Meadow Creek disbursements and Fidelity issues (0.2); e-mails to M. Guymon and M. Kehl and A. Jarvis on Roam Development and Direct Lenders issues (0.6); discussion with S. Strong and E. Monson on issues relating to Motion to Disburse Funds from Investor Account, and review Assignments and Spreadsheet for transfers of undivided interests in loans (1.0); discuss with K. Glade on transfer of undivided interests in loans for Motions to Disburse from Investor Account (0.3); analysis of issues relating to Assignments of Loans for Motion to Disburse Funds from Investor Account, and review of related issues on mortgage servicer rights and interests (1.5).
05/12/06 S Strong	.40 Review further comments by PDG counsel to draft stipulation regarding release of disbursement agent funds, make revisions, and transmit to local counsel for filing (0.3); telephone conference J. McPherson regarding same (0.1).
05/15/06 A Jarvis	.40 Correspondence regarding disbursement issues.
05/15/06 A Jarvis	.40 Correspondence on PDG disbursement issues.
05/15/06 A Jarvis	.60 Correspondence on servicing agreement.
05/15/06 D Monson	1.90 Review e-mails on updated assignments to respond to filed Motions and status of Partial Release Motion (0.1); telephone conference with S. Smith and S. Strong on Motion to Dismiss Investor Account Funds (0.3); review and respond to e-mails from G. Avaro (Meadow Creek Borrower) on Fidelity disbursement issues (0.2); review e-mails on status of PDG Stipulation and Order for Disbursements (0.2); telephone call from S. Fleming (Bank of America attorney) on McKnight Objection to Partial Release Motion (0.2); review McKnight Objection to Motion to Authorize Partial Release (0.2); review Docket Sheet for any additional objections to Motion to Authorize Partial

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Release (0.2); review Nevada Statute cited in McKnight Objection to Partial Release Motion (0.2); discussion with E. Monson on research for Motion to Disburse Investor Account Funds (0.3).

05/15/06 S Strong	.30 Review emails from T. Barry, M. Kehl, and D. M. Monson regarding status of PDG agreement to pay interest from interest reserve accounts (0.1); review status, and send emails to J. McPherson and M. Kehl regarding same (0.2).
05/15/06 S Strong	.80 Exchange emails with A. W. Jarvis regarding need to review Windham Mills and Colt Gateway proposals, review and analysis of same, and discuss same with A. W. Jarvis (0.6); confer with S. Tingey regarding Palm Harbor consents and review his email regarding same (0.2).
05/16/06 A Jarvis	.80 Work on letter to borrowers and conferences with T. Allison and M. Olson regarding same.
05/16/06 D Monson	1.10 Discussion with E. Monson on analysis of issues for Motion to Disburse \$1.9 Million in Investor Account (0.3); emails to S. Fleming (Bank of America attorney) on Objections to Motion to Authorize Partial Releases, and review various Objections to Motion to Authorize Partial Releases (0.5); discuss issues for Reply Brief for Motion to Authorize Partial Releases with S. Strong (0.3).
05/16/06 I Rubinfeld	.40 Telephone conference with S. Tingey regarding CCR's, consent to subdivision plat.
05/16/06 S Strong	3.70 Telephone conference with A. W. Jarvis and M. Kehl regarding debtors revenue issues and loan servicing fee calculations (0.4); review LSA provisions regarding same (0.2); review and analysis of numerous objections to debtors motion for approval of various ordinary course loan servicing actions, draft Reply brief in support of motion, and circulate draft to A. W. Jarvis, L. Schwartz, J. McPherson and M. Kehl for review (3.1).

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05/16/06 S Strong	1.90 Review and edit M. Olsons proposed letter to borrowers on serviced loans, and review other comments regarding same (0.8); further research regarding loan servicing fees, LSAs and powers of attorney, and applicable Nevada statutes (0.8); confer with A. W. Jarvis regarding same (0.2); email to A. W. Jarvis regarding Nevada statutes (0.1).
05/17/06 D Monson	.20 Review additional Objections to Partial Releases Motion (0.2).
05/17/06 S Strong	1.60 Telephone conference with A. W. Jarvis regarding draft of Reply in support of Ordinary Course motion (0.1); review Reply, make near-final edits, and transmit to local counsel with instructions for filing (0.7); review and analysis of late objections filed to Ordinary Course motion (0.6); exchange emails with P. Alexander regarding PDGs intentions regarding stipulated order, and send email to M. Kehl regarding same (0.2).
05/18/06 A Jarvis	1.50 Meeting with T. Allison, M. Kehl, S. Smith and Amanda regarding collection issues, DIP financing issues.
05/18/06 D Monson	.30 Review LePome Objection to Motion to Delay Disbursement of Investor Funds (0.3).
05/18/06 S Strong	3.50 Review facts and exchange emails with A. W. Jarvis regarding Ordinary Course motion to be heard today (0.2); review entry of stipulated order regarding Fidelity disbursements, and email to A. W. Jarvis regarding same (0.1); confer with E. A. Monson regarding assignors/assignees competing claims on investment account funds and plans for dealing with same (0.2); review and analysis of motions by Alexander, Ronning, and Benincasa requesting release of funds, and begin drafting opposition to same (2.6); further discussions with E. A. Monson regarding legal research needed for same (0.3); Telephone conference with S. Smith regarding facts and documents needed for same (0.1).

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05/18/06 S Strong 1.00 Telephone conference with M. Kehl regarding cash issues (0.1); review Opaque loan documents and issues concerning Opaque extension fees (0.4); email to M. Kehl regarding same (0.1); Telephone conference with M. Kehl regarding Opaque loan payoff and proceeds, and review additional documents regarding same (0.3); Telephone conference with A. W. Jarvis regarding same (0.1).

05/19/06 K Glade 1.70 Draft summary of request for Colt Subordination (0.5); related conference with M. Kehl (0.1); conferences with USA employees regarding investor documentation (0.7); emails regarding 10-90 documents (0.3); telephone call with M. Pugsley (0.2).

05/19/06 A Jarvis .30 Correspondence regarding PDG issues.

05/19/06 A Jarvis .50 Correspondence on 10-90 loan.

05/19/06 A Jarvis .80 Correspondence on order on ordinary course motion.

05/19/06 D Monson 1.50 Review email on request for future funding for Meadow Creek project and status of disbursements (0.1); discussion with A. Jarvis on preparation of Order for Approval of Partial Releases Motion and analysis of additional funding needs for some Projects (0.4); review email from M. Guymon (attorney for Roam Development) on Order for Partial Releases, and email thereon to A. Jarvis and J. McPherson (0.3); review email from M. Guymon (attorney for Mountain West Mortgage) on interest reserves for Levin Hills and Marlton loans, and emails to T. Barry and J. McPherson on PDG Stipulation and Order status (0.3); review letter from Levin Hills attorney (0.2); review email from J. McPherson on status of PDG Stipulation and Order (0.2).

05/19/06 S Strong .40 Review email from M. Kehl with early drafts of transition services agreement and equipment lease agreement for IP separation, and review drafts.

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05/22/06 K Glade	1.10	Conference with S. Strong regarding issues related to Exhibit A lenders (0.2); read Caslaw regarding same (0.3); emails to M. Kehl regarding IP documents (.6).
05/22/06 A Jarvis	.30	Telephone conference with M. Kehl regarding unfunded requirements.
05/22/06 A Jarvis	.30	Correspondence on HFA loans.
05/22/06 D Monson	4.90	Telephone calls from N. Ainsworth, Meadow Creek (Borrower) and Meadow Creek broker (0.4); telephone calls from M. Kehl on requests for Gramercy and Amesbury/Hatters Point Partial Releases (0.2); telephone call from M. Kehl on Meadow Creek request for additional funding and request for Committee support for additional funding (0.2); review Amesbury/Hatters Point Loan Documents, analysis of partial release criteria, telephone call to M. Kehl on partial release criteria, and lengthy email to M. Kehl and T. Barry on partial release conditions and assumptions as to compliance with past requirements (4.1).
05/22/06 S Strong	.60	Telephone conference with M. Kehl regarding proposed Transition Services Agreement and related equipment lease with IP (0.1); review drafts of same, and confer with S. Tingey regarding review and advice needed regarding same (0.4); exchange emails with M. Kehl regarding same (0.1).
05/22/06 S Strong	.50	Confer with J. McPherson regarding status of PDG interest reserve stipulation and committee approval sought for same (0.2); review and analysis of new motion filed by PDG regarding disbursement of interest reserve funds (0.3).
05/22/06 S Tingey	1.00	Review Equipment Lease Agreement with IP (0.5); loan review and analysis (0.5).

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05/23/06 K Glade	.90 Telephone call with S. Smith regarding servicing fee for Fund loans (0.2); related conference with S. Tingey (0.2); review Fund Operating Agreements (0.2); telephone call with S. Smith regarding servicing fee (0.2); conference with S. Tingey regarding particular extension agreement amending interest payment (0.1).
05/23/06 A Jarvis	.60 Meeting with B. Russell regarding unfunded requirements, status of projects, collections on loans.
05/23/06 A Jarvis	1.50 Review documents regarding loans, operating agreements.
05/23/06 D Monson	1.80 Telephone call from T. Barry on Amesbury/Hatter's Point partial release issues (0.2); review T. Barry email on Amesbury/Hatter's Point partial release calculations (0.2); conference with K. Glade and S. Strong on partial release and full release authorization issues (0.3); discussion with S. Strong on partial release authorization issues (0.3); review A. Jarvis notes from last week's hearing and email to T. Barry and M. Kehl on Amesbury/Hatter's Point closings and releases (0.2); discuss issues relating to collections of delinquent loans and recovery of foreclosure expenses and Loan Servicing Agreement rights with S. Tingey (0.2).
05/23/06 S Strong	2.00 Exchange emails with M. Kehl regarding status of PDG stipulation re interest reserve funds (0.1); telephone conference with M. Kehl regarding same (0.1); review stipulation and compare new motion filed by PDG seeking direction from court (0.3); telephone conference with P. Alexander regarding same (0.2); telephone conference with A. W. Jarvis regarding committees' position regarding same (0.2); review emails from K. G. Glade and D. M. Monson regarding Oak Mesa and HFA ordinary course issues (0.2); review letter from California department of corporations regarding securities regulatory issues (0.2); research regarding applicability of automatic stay to



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California's informational requests (0.3); exchange emails with M. W. Pugsley regarding responding to California's letter (0.1); exchange emails with K. G. Glade regarding issues with HFA's proposed payoff, and discuss same with K. G. Glade (0.3).

- 05/23/06 E Toscano .70 Emails with Jean Makas regarding tract index search; review tract index search; forward same to Steve Tingey; continue with telephone calls and emails to title companies and update file.
- 05/24/06 K Glade 7.60 Conference with S. Strong and A. Jarvis regarding HFA payoff issues (0.6); review servicing agreements to determine ability of USA to execute release documents (0.4); related telephone call with M. Kehl; conference with A. Jarvis regarding HFA closing (0.7); telephone call with HFA's attorney (0.4); subsequent conference with A. Jarvis (0.2); telephone call with M. Kehl (0.2); revise HFA payoff assignment documents and draft proposed forbearance letter with related emails (2.5); telephone call with HFA attorney, A. Jarvis and M. Kehl (0.8); revise Forebearance letter (0.5); email from title company regarding HFA assignments (0.2); draft escrow email and related emails regarding wiring instructions on HFA closing (0.6); conferences with D. Monson regarding application of payment issues and related review of documents (0.5).
- 05/24/06 A Jarvis 1.00 Telephone conference with M. Kehl regarding HFA loan issues (.3); conference with K. G. Glade and S. C. Tingey regarding HFA loan payoffs (.4); conference with K. G. Glade regarding closing of HFA payoffs (.3).
- 05/24/06 A Jarvis 1.10 Conference with K. G. Glade regarding HFA closing issues (.3); review letter regarding HFA payoff proposal (.5); conference with S. C. Strong regarding issues relating to payoffs of loans (.3).
- 05/24/06 A Jarvis .50 Conferences with D. M. Monson regarding order on ordinary course motion.

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05/24/06 A Jarvis .30 Conference with D. M. Monson regarding procedures motion.

05/24/06 A Jarvis .70 Telephone conference with M. Kehl regarding HFA closing issues (.2); correspondence regarding HFA loan payoffs (.5).

05/24/06 D Monson 3.90 Draft and circulate for comments Proposed Order on Authorization for Partial Releases (2.1); discuss refinancing and full release issues with K. Glade (0.2); telephone call to T. Boyd at Land America Title on Gramercy Court Condo Partial Releases (0.3); conferences with K. Glade on HFA payoff issues (0.2); conference with K. Glade and A. Jarvis on HFA payoff issues (0.2); conference with A. Jarvis on proposed Order on Partial Releases (0.2); conference with A. Jarvis on Gramercy Court Condo Partial Releases (0.1); telephone call from M. Kehl on Partial Releases and Non-Performing Loans, and discussion on allocation of loan proceeds with K. Glade (0.3); discussions with A. Jarvis on Amesbury/Hatters Point Partial Releases and request for court approval (0.1).

05/25/06 K Glade 1.80 Conference with D. Monson regarding application of proceeds from partial releases (0.2); telephone call with M. Kehl regarding additional funding obligations on Idaho loan (0.3); review related loan documents (0.3); telephone call with B. Gould regarding IP documents (0.1); draft related email to bankruptcy team (0.2); conference with A. Jarvis and D. Monson regarding partial release issues (0.3); emails regarding status of funding on HFA payoffs (0.2); emails regarding partial release issues (0.2).

05/25/06 A Jarvis .50 Telephone conference with M. Kehl regarding operational issues, cash management, upcoming hearings.

05/25/06 A Jarvis .30 Telephone conference with M. Kehl regarding release issues, payoff issues.

05/25/06 A Jarvis .60 Correspondence with B. Russell regarding Franklin Stratford project.



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05/25/06 D Monson	4.00 Review Gramercy Condo loan documents on partial release and payment of interest issues, and email to M. Kehl and T. Barry on partial release issues and demand letters to nonperforming Borrowers (2.5); review email from C. Pajak (Committee attorney) on PDG documentation, discuss with S. Strong, and forward PDG disbursement agreements to C. Pajak (0.4); emails with J. McPherson on Meadow Creek (Borrower) inquiry and local counsel recommendation (0.2); telephone call to N. Ainsworth, principal for Borrower Meadow Creek (0.2); discuss general partial release issues for nonperforming loans with A. Jarvis and K. Glade (0.3); review fax from Chicago Builder Services on demand for full payment and release for Del Valle Capital Corp. loan (0.2); email to M. Kehl on timing for Amesbury/Hatter's Point partial releases approval Motion, and review email from M. Kehl on requested Committee approval (0.2).
05/25/06 S Strong	.60 Confer with D. M. Monson regarding status of PDG stipulation (0.1); review email from D. M. Monson to T. Barry regarding same (0.1); review listing of loans for which PDG is disbursement agent (0.2); exchange emails with S. Smith, A. W. Jarvis, and M. W. Pugsley regarding USA's email service contract (0.2).
05/25/06 S Tingey	1.60 Revise services agreement with IP (0.9); revise equipment lease with IP (0.7).
05/26/06 K Glade	.50 Emails with M. Kehl regarding HFA payoffs and payoff documents (0.3); review emails regarding partial release provisions and application of payments (0.2).
05/26/06 A Jarvis	.50 Correspondence on disbursements, ordinary course issues.
05/26/06 A Jarvis	.50 Correspondence on HFA closing.
05/26/06 D Monson	3.10 Review email from M. Guymon on Roam Development payment funds (0.2); email to A. Jarvis on Amesbury/Hatter's Point deficiency and claims against Guarantor, and discuss issues with A. Jarvis (0.4); discuss revisions to Order on

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Partial Releases with A. Jarvis, revise Order, and circulate for additional comments (0.7); review list of nonperforming loans and email to M. Kehl, T. Barry, and T. Allison on application to the Nine Loans listed in the Order on Partial Releases (0.5); review email from T. Barry on payoff on Del Valle Capital loan (0.1); review comments from L. Schwartz and S. Stron on revised Order on Partial Releases (0.3); discuss status of nonperforming loans and Partial Releases with A. Jarvis (0.2); emails to M. Guymon on Roam Development loan and investor issues (0.4); review email from J. McPherson and email to T. Barry (Fiests/Stonebridge and Meadow Creek Loan inquiries) (0.3).

05/26/06 S Strong

1.40 Review emails from D. M. Monson, A. W. Jarvis and M. Kehl regarding partial payoff and release issues concerning Amesbury project, analyze issues raised, and exchange follow-up emails with them regarding same (0.4); exchange emails with A. W. Jarvis regarding B. Russell partial release issues concerning Franklin/Stratford project, review emails and documents transmitted by S. Scann regarding same, and confer with A. W. Jarvis regarding same (0.4); review emails from D. M. Monson and T. Barry regarding Del Valle Capital payoff questions (0.2); confer with S. C. Tingey regarding status of transition services agreement with IP (0.1), and review revised draft of same (0.1); review emails from D. M. Monson and J. McPherson regarding status of PDG disbursement issues (0.2).

05/26/06 S Tingey

1.10 Review Ocean Atlantic updated title report (0.2); memo to M. Kehl and J. Reed regarding same (0.1); revise Equipment Lease Agreement and Transition Services Agreement with IP (0.6); memo to M. Kehl regarding same (0.2).

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05/27/06 D Monson .40 Review email from M. Kehl on letter to investors on Amesbury/Hatters Point loan issues (0.1); review emails on Franklin/Stratford loan (Meridian, Idaho) issues (0.1); review emails from M. Guymon on Roam Development loan (0.1); review email from S. Smith on Fiesta/Stonebridge and Meadow Creek loans (0.1).

05/30/06 A Jarvis .40 Telephone conference with T. Allison and Amanda regarding negotiations on Ashby payoffs; funding problems.

05/30/06 D Monson 1.40 Review and respond to email form S. Smith on Porter Hurt investor inquiry, and brief review of Fiesta/Stonebridge and Meadow Creek loan documents from T. Parry (0.2); review M. Guymon objection to Motion to Hold Funds on behalf of Direct Lenders for Levin Hills & Marlton Loans (0.1); telephone call from R. Cameron, investor in HFA loan and other loans (0.4); review email from M. Kehl and attached contractor notice on work stoppage on Gramercy Court condo project (0.2); review status and Agenda for Objections filed to Motion to Authorize Partial Releases to circulate proposed Order (0.2); email to E. Monson on status of Motion to Limit Notice to Respond to Marjorie Guymon inquiry, and review E. Monson response (0.2); discussion with A. Jarvis on review of proposed Order on Motion to Authorize Partial Releases (0.1).

05/31/06 K Glade .20 Conference with A. Jarvis regarding IP issues (0.2).

05/31/06 A Jarvis .30 Telephone conference with T. Allison regarding funding issues, communications with creditors committees.

05/31/06 A Jarvis .40 Review and revise order on ordinary course.

05/31/06 A Jarvis .40 Correspondence regarding paid off loans, accounting for same.

05/31/06 A Jarvis .50 Review information on the Gardens project.

05/31/06 A Jarvis .30 Correspondence regarding Levin Hills.

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- 05/31/06 A Jarvis .50 Correspondence with and conference with S. C. Strong regarding motions to allow for certain workout options.
- 05/31/06 D Monson 5.10 Review e-mails on Mountain West Mortgage objection to Motion to Temporarily Hold Funds and impact on proposed Order on Motion to Authorize Partial Releases (0.2); telephone call from M. Kehl on The Gardens Timeshare Loan and mechanic's lien issues (0.1); telephone call from M. Kehl and A. Stevens on The Gardens Timeshare Loan and mechanic's lien and title insurance issues (0.4); conference with A. Jarvis on revisions to Partial Releases Order (0.2); revisions to proposed Order on Partial Releases Motion and circulate proposed Order to Debtor and other Debtor's counsel (0.6); review revised list of performing and nonperforming loans (0.2); review The Gardens Timeshare Loan documents and title insurance and request to revise Partial Release price to satisfy contractor's lien (1.2); review R. Russell Declaration on Franklin/Stratford loan problems and request for consent to sale of excess land (0.3); review letter from T. Harmon, attorney for borrower on Levin Hills loan (0.1); review e-mail from A. Turner, attorney for J. Coleman, Gramercy court investor (0.1); review e-mail from M. Kehl on The Gardens Timeshare loan and contractor's lien issues (0.2); e-mail to L. Schwartz on circulation of proposed Order on Partial Releases Motion (0.2); e-mail to M. Kehl and A. Stevens on analysis of The Gardens Timeshare Loan documents and title policy and suggested approaches to resolve contractor's lien (1.3).
- 05/31/06 S Strong 1.10 Review email from A. W. Jarvis regarding Amesbury loan issues, and send email to E. Karasik with loan documents (0.3); confer with D. M. Monson regarding M. Guymon and Franklin/Stratford loan issues (0.3); Telephone conference with M. Kehl regarding same (0.1); review draft declaration of R. Russell regarding same, and transmit to M. Kehl (0.3); review email regarding The Gardens loan request (0.1).

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TOTAL FOR LEGAL SERVICES RENDERED

\$45,563.00

*“Exhibit D-4”*

STATEMENT OF ACCOUNT

**RAY QUINNEY & NEBEKER**

A PROFESSIONAL CORPORATION

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Debtor USA Commercial Mortgage Co., et al.  
Thomas J. Allison 4484 South Pecos Road  
Las Vegas, NV 89121

August 10, 2006  
Invoice No. \*\*\*\*\*

For Legal Services Rendered Through May 31, 2006

Matter No. 34585-00005

**Claims Administration and Objections**

05/05/06 A Jarvis	.20	Correspondence with M. Kehl regarding status of certain claims.
05/08/06 A Jarvis	.30	Correspondence with L. Schwartzner and T. Allison regarding claims traders.
05/10/06 A Jarvis	.50	Correspondence regarding disposition of investor funds.
05/10/06 A Jarvis	.50	Review assignments regarding transfer of loan interests.
05/10/06 A Jarvis	.30	Correspondence with investors on claims.
05/10/06 A Jarvis	.50	Correspondence with T. Allison regarding investor fund issues.
05/12/06 A Jarvis	.40	Conference with D. M. Monson, L. A. Jenkins, and S. C. Strong regarding investor funds, course of action.
05/17/06 S Strong	1.50	Review and analysis of objection to Bundy Canyon motion filed by Massa/Jayem, and related documents (0.6); exchange emails with M. Kehl and telephone conference with him regarding same (0.2); review debtors documents sent by

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M. Kehl regarding same (0.2); exchange emails  
with A. W. Jarvis regarding same and send email  
to L. Schwartz regarding same (0.2);  
Telephone conference with A. W. Jarvis  
regarding issues raised at todays meeting of  
creditors and preparations for tomorrows  
hearing (0.3).

05/31/06 A Jarvis .50 Correspondence, conferences with S. C. Strong  
regarding status of refund.

TOTAL FOR LEGAL SERVICES RENDERED

\$1,383.00